

STATE OF HAWAII  
DEPARTMENT OF COMMERCE AND CONSUMER AFFAIRS  
Business Registration Division  
1 01 0 Richards Street, Honolulu, Hawaii 96813  
Phone (808) 586-2730

**APPLICATION TO REGISTER SECURITIES  
PURSUANT TO SECTION 485(6), HAWAII REVISED STATUTES  
AND SUBCHAPTER 10, CHAPTER 38, HAWAII ADMINISTRATIVE RULES**

**INSTRUCTIONS.** Use this form for registering Regulation *D* offerings under Section 485(6), Hawaii Revised Statutes and Subchapter 10, Chapter 38, Hawaii Administrative Rules. Attachments should be used where space is insufficient. Include as an attachment an executed consent to service of process and corporate resolution, *if* issuer is a corporation. The consent to service shall designate the Hawaii Commissioner of Securities as agent. *Do* not send offering documents unless requested by the division staff

**1. ISSUER.** a) Name, address and telephone number of the issuer or issuer to be formed, and principal office, if any, in this State. b) State the name under which the offering will be known.

**2. APPLICANT.** Name, address and telephone number, if other than the issuer. If same as issuer, set forth "same"

**3. CORRESPONDENT.** Name, address and telephone number of attorney or other correspondent to whom communications regarding this application should be sent:

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**4. SECURITIES TO BE OFFERED.** Check only one:

- ☐ Common Stock, \$\_\_\_\_\_ par value.  
☐ Preferred Stock.  
☐ Units of Limited Partnership Interest.  
☐ Other - Please describe:

5. AMOUNT OF SECURITIES TO BE OFFERED.

a.

| <u>Proposed<br/>Share or Unit Price</u> | <u>Total Offering</u>             |               | <u>Hawaii</u>                     |               |
|---|-----------------------------------|---------------|-----------------------------------|---------------|
|   | <u>No. of Shares<br/>or Units</u> | <u>Amount</u> | <u>No. of Shares<br/>or Units</u> | <u>Amount</u> |
|   |                                   |               |                                   |               |

- b. Manner of Payment. Will deferred payments be allowed to purchasers? ☐ Yes ☐ No  
If yes, please provide details.

6. HAWAII AND FEDERAL STATUS. Set forth the **specific provisions** of Hawaii's Chapter 485, Hawaii Revised Statutes, and the **specific provisions** of Federal statutes and regulations under which this offering is to proceed.

Hawaii:

Federal:

|  |  |
|--|--|
|  |  |
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7. OTHER STATE TRANSACTIONS.

- a. List the other states in which these securities will be offered or *where previous offers or sales* have occurred and show whether the sales will be under state registration or exemption:
- b. List the states, if any, which have refused, by order or otherwise, to authorize sale of these securities, or have revoked or suspended the right to sell these securities, or in which an application for registration or exemption has been withdrawn. Provide details:

8. BROKER-DEALERS OR SALESPERSONS. Name, address and telephone number of broker-dealer registered in Hawaii and lead broker-dealer, if any. State whether the broker-dealer is a member of the NASD.

Where registered issuer salespersons, or persons claiming an exemption, are to be used, set forth their names, addresses, and telephone numbers, and indicate their registration status or exempt status in Hawaii. Where an exemption is claimed, set forth the **specific Hawaii provision**:

9. **PROFESSIONALS INVOLVED.** Set forth the names, addresses and telephone numbers of all professionals who have rendered services or have given advice in connection with this offering, who are named as experts in sales literature or presentations, or whose names are used to give authority to statements made concerning this offering. Describe their scope of activities. Include attorneys, accountants, appraisers, engineers, etc.:

10. **BUSINESS PLAN.** Briefly describe the nature of the business to be conducted with the proceeds of this offering:

1 1. **USE OF PROCEEDS.**

|  | <u>Dollar Amount</u> |       | <u>Percentage</u> |       |
|--|----------------------|-------|-------------------|-------|
|  | Max                  | Min   | Max               | Min   |
| Selling Commissions                            | _____                | _____ | _____             | _____ |
| Other Selling Expenses                         | _____                | _____ | _____             | _____ |
| Legal, Accounting, Printing<br>and Filing Fees | _____                | _____ | _____             | _____ |
| Offeror/Promoter Compensation                  | _____                | _____ | _____             | _____ |
| Reserves                                       | _____                | _____ | _____             | _____ |
| The remaining funds will be used as follows:   |                      |       |                   |       |
| _____  | _____                | _____ | _____             | _____ |
| _____  | _____                | _____ | _____             | _____ |
| _____  | _____                | _____ | _____             | _____ |
| <b>TOTAL</b>                                   | =====                | ===== | =====             | ===== |

Applicant represents that the minimum amount that must be raised before the project can get underway is \$ \_\_\_\_\_ and that a proceeds escrow under Subchapter 10, Section 16-38-28, Chapter 38, Hawaii Administrative Rules, has been established in that amount. (Leave blank if waiver is sought or show "none .. if escrow is not required.)

**12. INTEGRATION. Were any securities of the issuer sold within the six months preceding this registration?**

\_\_\_\_\_ Yes \_\_\_\_\_ No

If the answer is yes, show how many counting purchasers were involved during the year preceding this registration. (Include dates of sale.)

If sales were made during the past year, provide arguments against integration of the prior sales, if this is desired. See Subchapter 10, Section 16-38-26, Chapter 38, Hawaii Administrative Rules for elements to consider.

**13. AGGREGATION. Have any securities of the entity that will issue the securities in this registration been sold within the twelve months preceding this registration? \_\_\_\_\_ Yes \_\_\_\_\_ No**

What is the aggregate offering price? \$ \_\_\_\_\_

**14. ACTIONS AGAINST ISSUER AND AFFILIATED PARTIES.**

a. Answer "yes" or "no" and provide details if "yes, should any one or more of the items listed under subsection "b" apply to any one or more of the following parties: (i) the issuer, (ii) the predecessors or affiliates of the issuer, (iii) the issuer's officers, directors, general partners, promoters, or beneficial owners of ten percent or more of any class of its equity securities.

b. Actions:

(i) Has filed a registration statement which is the subject of a currently effective stop order entered by any state or federal agency within five years prior to the registration of the offering-, Yes ☐ No ☐

(ii) Has been convicted, within the ten years preceding the registration, of any felony-, a misdemeanor in connection with the purchase or sale of a security or involving a false filing with a state-, Yes ☐ No ☐

(iii) Is subject to any state administrative order or judgment, or any federal administrative order or judgment, including an injunction, entered within the five years preceding the filing of the registration, where a state or federal banking, insurance, real estate or securities law is the grounds for the order or judgment.  
Yes ☐ No ☐

**15. UNDERTAKINGS AND REPRESENTATIONS. The issuer hereby applies for registration of these securities and agrees, so long as the registration remains in effect, that it will:**

a. Advise the Commissioner of Securities of any changes prior to registration in any of the information filed with this application and to promptly file any necessary amendments.

- b. Notify the Commissioner of Securities within two business days upon the receipt of any stop order, denial, order to show cause, suspension or revocation order, injunction or restraining order, or similar order entered or issued by any state or other regulatory authority or by any court concerning the securities covered by this statement or any other securities of the Issuer or Applicant.
- c. Furnish any additional information or documents requested by the Commissioner of Securities where and when rescission is sought and file and obtain an amendment or registration.
- d. Keep and maintain all records pertaining to this offering for a period of at least three years from the date of registration.

16. **VERIFICATION BY ISSUER.**

- a. List names and positions of all officers, directors, general partners, or persons holding similar positions with the issuer.

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- b. I declare, under penalty of perjury, that I am the \_\_\_\_\_ (title or position) of the issuer and I have read and am familiar with the information in this application and with all materials or documents to be used in connection with the offering to be made under this application. To the best of my knowledge, information and belief the information contained in this application and in the offering materials is true, correct, and complete. I have written authorization (available upon written request) from the individuals listed in subparagraph "a" to execute this application and make this verification for and on behalf of the issuer.

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Type Name

*Subscribed and sworn to before me  
this \_\_\_\_\_ day of \_\_\_\_\_, 19*

*Notary Public, State of \_\_\_\_\_  
My Commission expires: \_\_\_\_\_*

**(NOTARIAL SEAL)**

17. **STATEMENT BY BROKER-DEALER WHERE OFFERING IS DIRECTED TO SUITABLE PERSONS..**

**The broker-dealer reasonably believes that adequate diligence and review has been applied in connection with this offering and that broker-dealer will adequately determine the suitability of the offering to each purchaser.**

\_\_\_\_\_  
Date

\_\_\_\_\_  
Broker-Dealer

By: \_\_\_\_\_  
Signature

\_\_\_\_\_  
Type Name and Title or Position